

Deletions [bracketed]
Additions underlined

Rules of NYSE Arca Equities, Inc.

Rule 2.100 [Transition] Emergency Powers; Contingency Trading Facility

[Any NYSE Arca member, as defined in the NYSE Arca Parent Rule 1.1, or Equity ASAP Holder that wishes to continue to effect securities transactions without interruption on the Corporation's Trading Facilities must obtain an ETP prior to the first day the NYSE Arca Marketplace becomes operational. If the NYSE Arca member or Equity ASAP Holder fails to obtain an ETP prior to the first day the NYSE Arca Marketplace becomes operational, the NYSE Arca member or Equity ASAP Holder will not be permitted to effect securities transactions on the Corporation's Trading Facilities until such NYSE Arca member or Equity ASAP Holder obtains an ETP.]

(a) (1) In the event of an emergency, a qualified Corporation officer shall have the authority to declare an emergency condition with respect to trading on or through the systems and facilities of the Corporation.

(2) No declaration of an emergency condition with respect to trading on or through the systems and facilities of the Corporation shall be made pursuant to paragraph (a)(1) unless (i) there exists a regional or national emergency that would prevent the Corporation from operating normally; and (ii) such declaration is necessary so that the securities markets in general, and the Corporation's systems and facilities, in particular, may continue to operate in a manner consistent with the protection of investors and in pursuit of the public interest.

(3) Definitions:

(i) The term "emergency" as used herein means an "emergency" as defined in Section 12(k)(7) of the Securities Exchange Act of 1934, as amended.

(ii) The term "qualified Corporation officer" as used herein means the NYSE Euronext Chief Executive Officer or his designee, or the NYSE Regulation, Inc. Chief Executive Officer or his designee. In the event that none of these individuals is able to act due to incapacitation, the most senior surviving officer of NYSE Euronext or NYSE Regulation, Inc. shall be a "qualified Corporation officer" for purposes of this rule.

(iii) The term "Affiliated Exchange" means the New York Stock Exchange LLC, or a national securities exchange otherwise designated by

the Corporation as an affiliated entity.

(iv) The term “Affiliated Participant” shall mean a member, member organization or sponsored participant of an Affiliated Exchange.

(b) (1) In the event that an emergency condition is declared under paragraph (a) with respect to trading on or through the systems and facilities of an Affiliated Exchange, a qualified Corporation officer may designate the Corporation to receive and process bids and offers and to execute orders on behalf of such Affiliated Exchange. Such designation shall be in accordance with the provisions of this paragraph (b).

(2) (i) The Affiliated Exchange shall halt all trading conducted on its systems and facilities and open trading on the systems and facilities of the Corporation as soon thereafter as possible, but not earlier than at least the next trading day. Any unexecuted orders on the Affiliated Exchange’s systems and facilities at that time shall not be transferred to the Corporation’s systems and facilities.

(ii) Quotes or orders of Affiliated Exchange-listed securities entered or executed on or through the systems and facilities of the Corporation shall be reported to the Consolidated Quotation System or Consolidated Tape as bids, offers or executions, respectively, made on or through the systems and facilities of the Affiliated Exchange.

(iii) ETP Holders are required to take appropriate actions as instructed by the Corporation to accommodate the use of its systems and facilities to trade Affiliated Exchange-listed securities pursuant to this Rule 2.100.

(3) (i) Affiliated Participants shall be permitted to enter bids and offers and to execute orders on or through the systems and facilities of the Corporation, regardless of whether such Affiliated Participants are ETP Holders or Sponsored Participants of the Corporation at the time the emergency condition is declared. Bids and offers entered pursuant to this Rule shall be deemed to be bids and offers of the Affiliated Exchange.

(A) The Corporation shall, as needed, designate any Affiliated Participants that are not Corporation ETP Holders as temporary members in accordance with this Rule. Such temporary members shall not be required to meet any of the Corporation’s membership requirements.

(B) The Corporation shall, as needed, permit Affiliated Participants that do not have sponsored access to the Corporation to obtain temporary access through either an existing ETP Holder or through an

Affiliated Participant that is granted temporary membership in accordance with this Rule.

(C) For the duration of any such designation, Affiliated Participants registered as Designated Market Makers (“DMMs”) on their respective Affiliated Exchanges shall not be considered DMMs for the purposes of the rules of the Affiliated Exchanges, but shall be considered “Market Makers” pursuant to NYSE Arca Equities Rule 7.23 for the purposes of trading Affiliated Exchange-listed securities on or through the systems and facilities of the Corporation.

(ii) Temporary memberships or access granted pursuant to this paragraph (b)(3) shall be valid only until regular trading resumes on the Affiliated Exchange’s systems and facilities.

(4) All trades of Affiliated Exchange-listed securities entered or executed on or through the systems and facilities of the Corporation shall be subject to the NYSE Arca Equities Rules governing trading and such rules shall be considered the rules of the Affiliated Exchange for the purposes of such transactions, except that:

(i) the rules of the Affiliated Exchange governing member firm conduct shall continue to apply to its Affiliated Participants, including, but not limited to, membership requirements and net capital requirements; and

(ii) the Affiliated Exchange’s listing requirements for its listed securities shall continue to apply.

(5) (i) The surveillance of the trading of Affiliate Exchange-listed securities on or through the systems and facilities of the Corporation shall be conducted by the Corporation on behalf of the listing Affiliated Exchange.

(ii) Affiliated Participants shall remain subject to the jurisdiction of their Affiliated Exchange for any disciplinary actions related to the trading of Affiliated Exchange-listed securities on or through the systems and facilities of the Corporation. Violations of the NYSE Arca Equities Rules shall be referred to the appropriate Affiliated Exchange for prosecution according to its own disciplinary rules. Affiliated Participants shall not assert as an affirmative defense to such prosecution the lack of jurisdiction of the Affiliated Exchange over trading of Affiliated Exchange-listed securities on or through the systems and facilities of the Corporation.

(c) (1) In connection with taking action under this rule, a qualified Corporation officer shall make reasonable efforts to consult with the Securities and Exchange Commission before taking such action, or, if the qualified Corporation officer is unable to consult prior to acting, as promptly thereafter as practicable under the circumstances.

(2) The authority granted pursuant to this rule shall be operative for up to 10 calendar days from the date that the Corporation invokes such authority. The Corporation may request that the initial 10 calendar day period be extended for a specific amount of time by submission of a rule filing pursuant to Section 19(b)(2) of the Securities Exchange Act of 1934, as amended. Such extension shall not take effect except upon approval of such a filing by the Securities and Exchange Commission.

(3) Actions taken pursuant this rule may be terminated by the Corporation at any time. The Corporation shall provide adequate prior notice to ETP Holders, Sponsored Participants and investors regarding its intention to terminate any such action.

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